

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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ORDER TO SHOW CAUSE WHY EXPEDITED MOTION FOR ORDER AUTHORIZING  
DEBTORS TO IMPLEMENT AMENDED AND RESTATED GLOBAL SETTLEMENT  
AGREEMENT AND MASTER RESTRUCTURING AGREEMENT WITH GENERAL  
MOTORS CORPORATION SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Motion For Order Authorizing Debtors To Implement Amended And Restated Global Settlement Agreement And Master Restructuring Agreement With General Motors Corporation (the "Motion"),<sup>1</sup> dated September 12, 2008; and upon the affidavit of Kayalyn A. Marafioti, sworn to September 12, 2008, in support of the application for an expedited hearing on the Motion; and good cause having been shown, and sufficient cause appearing therefor, it is hereby

ORDERED that parties-in-interest show cause before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on September 23, 2008, at 10:00 a.m. (prevailing Eastern time), why the Motion should not be granted; and it is further

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee and except to the extent that such e-mail

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Motion.

addresses are unknown) as soon as practicable, but in no event later than September 15, 2008 upon: (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto); (ii) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude); (iii) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); (iv) counsel for GM, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Att'n: Jeffrey L. Tanenbaum and Michael P. Kessler); (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick); (vi) the International Union, United Automobile, Aerospace and Agriculture Implement Works of America, 8000 East Jefferson Avenue, Detroit, Michigan 48214 (Att'n: Daniel Sherrick); (vii) counsel for International Union, United Automobile, Aerospace and Agriculture Implement Works of America, Cohen, Weiss & Simon, 330 West 42nd Street, New York, New York 10036 (Att'n: Bruce Levine, Babette Ceccotti, Bruce Simon, and David Hock); (viii) International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers – Communication Workers of America, 501 Third Street N.W., Sixth Floor, Washington, D.C. 20001 (Att'n: James D. Clark and Peter Mitchell); (ix) counsel for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers – Communications Workers of America, Kennedy, Jennick & Murray, P.C., 113 University Place, 7th Floor, New York, New York 10003 (Att'n: Thomas Kennedy, Susan Jennick, and Larry Magarik) and Meyer, Suozzi, English & Klein, P.C., 1350 Broadway, Suite 501, New York, New York 10018 (Att'n: Hanan Kolko); (x) United Steelworkers of America, Five Gateway Center, Pittsburgh, Pennsylvania 15222 (Att'n: Robert D. Clark, David Jury, and

General Counsel) and 21 Abbey Avenue, Dayton, Ohio 45417 (Att'n: Dennis Bingham and Gary Adams); (xi) counsel for United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union, Meyer, Suozzi, English & Klein, P.C., 1350 Broadway, Suite 501, New York, New York 10018; (xii) the International Association of Machinists & Aerospace Workers, 9000 Machinists Place, Upper Marlboro, Maryland 20772 (Att'n: Robert V. Thayer); (xiii) the International Brotherhood of Electrical Workers, 900 Seventh Street, Washington, D.C. 20001 (Att'n: Edwin D. Hill); (xiv) counsel for the International Association of Machinists & Aerospace Workers and the International Brotherhood of Electrical Workers, Prevant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C., 1555 North RiverCenter Drive, Suite 202, Milwaukee, Wisconsin 53212 (Att'n: Jill M. Hartley, Marianne G. Robbins, Timothy C. Hall, and Matthew R. Robbins); (xv) the International Union of Operating Engineers, 1125 17th Avenue, N.W., Washington, D.C. 20036 (Att'n: Richard Griffin); (xvi) the International Union of Operating Engineers: with respect to its Local 832S, 3174 Brighton-Henrietta Town Line Road, Rochester, New York 14692 (Att'n: James N. Glathar), with respect to its Local 18S, 12106 Rhodes Road, Wayne, Ohio 43466 (Att'n: Jim Kumse), and with respect to its Local 101S, 6601 Winchester, Kansas City, Missouri 64133 (Att'n: Danny Baird); (xvii) counsel for the International Union of Operating Engineers, Gorlick, Kravitz & Listhaus, P.C., 17 State Street, 4th Floor, New York, New York 10004 (Att'n: Barbara S. Mehlsack); and (xviii) the Electrical and Space Technicians, 13144 Prairie Avenue, Hawthorne, California 90250 (Att'n: Kevin Dodd); and it is further

ORDERED that notice of the Motion also shall be provided on or before September 15, 2008 in the manner and to the parties set forth in the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014

Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And  
Administrative Procedures, entered March 20, 2006 (Docket No. 2883); and it is further

ORDERED that answering papers, if any, shall be filed with the Court and upon  
counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West  
Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden,  
Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Att'n:  
Kayalyn A. Marafioti and Thomas J. Matz) (with a hard copy to Chambers and the Office of the  
United States Trustee (Att'n: Brian Masumoto)) by hand delivery AND by electronic mail  
(except with respect to the office of the United States Trustee) so as to be RECEIVED no later  
than September 22, 2008, at 12:00 noon (prevailing Eastern time).

ORDERED that, subject to the Bankruptcy Court's sealing order entered  
contemporaneously herewith, copies of the Amended and Restated Global Settlement Agreement  
and all exhibits thereto and the Amended and Restated Master Restructuring Agreement and all  
exhibits thereto shall be available at <http://www.nysb.uscourts.gov> or free of charge at  
<http://www.delphidocket.com> or, upon reasonable written request, from the Case Administration  
Agent, Kurtzman Carlson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245,  
Att'n: Delphi Corporation, et al.

Dated: New York, New York  
September 15, 2008

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE